

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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THE CITY OF EDINBURGH COUNCIL ON
BEHALF OF THE LOTHIAN PENSION :
FUND, On Behalf of Itself and All Others :
Similarly Situated, :

Plaintiff, : Civil Action No. 07 Civ. 9921 (PKC)

v. :

VODAFONE GROUP PUBLIC LIMITED :
COMPANY, et al., :

Defendants. :
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DECLARATION OF JORDAN T. RAZZA

I, Jordan T. Razza declare under penalty of perjury as follows:

1. I am an associate at Sullivan & Cromwell LLP, counsel of record for Defendants Vodafone Group Plc (“Vodafone”) and the individual defendants (collectively, “Defendants”) in the above-captioned action. I am admitted to the Bar of the State of New York and to the Bar of this Court. I submit this Declaration in support of Defendants’ Memorandum of Law in Support of Defendants’ Motion to Dismiss the Amended Complaint.

2. Attached to this Declaration as Exhibit A is a chart prepared by counsel for Defendants, entitled “Analysis of Certain Public Statements (or Portions Thereof) Alleged In Amended Complaint.”

3. Attached to this Declaration as Exhibit B is a true and correct copy of pages 20-22 of Vodafone’s Annual Report on Form 20-F for the fiscal year ended

March 31, 2004. That Annual Report on Form 20-F was filed with the United States Securities Commission (the "SEC") on June 9, 2004.

4. Attached to this Declaration as Exhibit C is a true and correct copy of Vodafone's Report on Form 6-K, which was filed with the SEC on September 27, 2004, attaching a press release from Vodafone dated September 27, 2004, entitled "Vodafone Analyst and Investor Day."

5. Attached to this Declaration as Exhibit D is a true and correct copy of Vodafone's Report on Form 6-K, which was filed with the SEC on December 3, 2004, attaching several press releases from Vodafone, including a press release dated November 10, 2004, entitled "Global Launch of Vodafone Live! With 3G."

6. Attached to this Declaration as Exhibit E is a true and correct copy of Vodafone's Report on Form 6-K, which was filed with the SEC on November 17, 2004, attaching a press release from Vodafone dated November 17, 2004, announcing Vodafone's Interim Results For the Six Months to 30 September 2004.

7. Attached to this Declaration as Exhibit F is a true and correct copy of Vodafone's Report on Form 6-K, which was filed with the SEC on May 25, 2005, attaching a press release from Vodafone dated May 24, 2005, entitled "Vodafone Announces Full Year Results."

8. Attached to this Declaration as Exhibit G is a true and correct copy of pages 24-27 of Vodafone's Annual Report on Form 20-F for the fiscal year ended March 31, 2005. That Annual Report on Form 20-F was filed with the SEC on June 8, 2005.

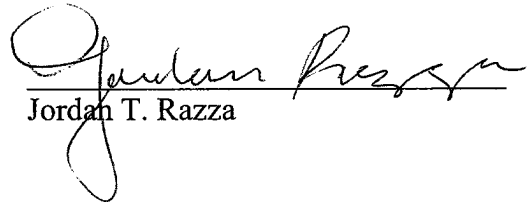
9. Attached to this Declaration as Exhibit H is a true and correct copy of Vodafone's Report on Form 6-K, which was filed with the SEC on November 16, 2005, attaching a press release from Vodafone dated November 15, 2005, entitled "Vodafone Announces Results for the Six Months to 30 Sept. 2005."

10. Attached to this Declaration as Exhibit I is a true and correct copy of page 69 of Vodafone's Annual Report on Form 20-F for the fiscal year ended March 31, 2006. That Annual Report on Form 20-F was filed with the SEC on June 14, 2006.

11. Attached to this Declaration as Exhibit J is a true and correct copy of Vodafone Group Plc-Director/PDMR Shareholding, Regulatory News Service (disseminated by the London Stock Exchange), dated December 22, 2005.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed in New York, New York on June 6, 2008.


Jordan T. Razza